

**DRAFT
CONDITIONS OF APPROVAL**

**HYBRID ENERGY PARK
ZMAP 2009-0005, SPEX 2009-0009 AND CMPT 2009-0001**

August 20, 2009



The following draft conditions of approval are adapted from the approval conditions of the Bear Garden combined cycle energy facility approved Buckingham County, Virginia on January 23, 2008. These conditions have been adapted with consideration of the proposed Hybrid Energy Park and the Revised 1993 Loudoun County Zoning Ordinance and Facilities Standards Manual.

1. The development of the utility generating plant and transmission facility (the "Facilities") shall be in substantial conformance, subject to final design and engineering with the plan titled "Green Energy Partners/Stonewall Hybrid Energy Park Zoning Map Amendment Application 2009-0005, Special Exception Application 2009-0009 & Commission Permit Application 2009-0001", prepared by William H. Gordon Associates, Inc. and dated July 2009, and revised through _____, 2009, consisting of Sheets 1, 2 and 4.
2. The Loudoun County Board of Supervisors, or their designated representatives that meet state and federal security requirements, reserves the right to inspect the Facilities at any reasonable time without prior notice to insure the operation of the Facilities meets the requirements of these Conditions of Approval and any applicable permits.
3. The production of electrical power will occur through a combined cycle and natural gas turbine energy facility with solar array that does not involve the use of burning coal or nuclear reaction. The Facilities shall not utilize fuel oil or diesel fuel in the production of energy.
4. The Applicant will be responsible for providing first response to any emergency in relation to the operation of the Facilities. The Applicant shall prepare at its own cost an Emergency Preparedness Plan that Loudoun County must reasonably approve prior to the implementation within one (1) year of initial operation of the Facilities. Prior to issuance of the first occupancy permit, the Applicant shall contact the Loudoun County Department of Fire, Rescue and Emergency Services to discuss emergency operations plans to include an evacuation plan.
5. There shall be no abatement of local property taxes in association with the Facilities.
6. Noise attenuation measures will be implemented to ensure that continuous noise levels attributable to normal Facilities operations will be 70 dBA, or less at the property lines adjacent to industrial uses, 60 dBA, or less at the property lines adjacent to commercial uses, and 55 dBA, or less at the property lines adjacent to residential uses.

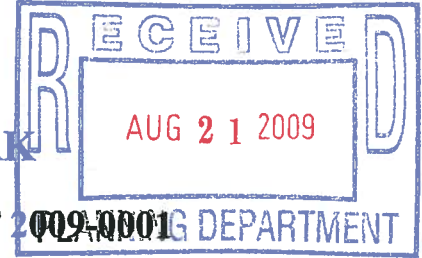
7. The Facilities will require external lighting to allow for safe operations, including, but not limited to elevated catwalks, HRSG, turbine facilities and towers. Exterior lighting will be directed downward and inward to the extent feasible in order to prevent any glare on adjacent properties. In addition, the Facilities will be designed to enable exterior lighting for distinct area(s) of the Facilities to be switched off while not in use.
8. Light trespass shall be limited to and should not exceed 0.25 foot candles above background light levels measured at the property line of the Subject Property abutting a residential use or at the lot line with any residential district. All exterior luminaries shall be of a "shoebox" design and utilize cut-off optics, where feasible. All luminaries shall be I.E.S. ("Illuminating Engineering Society") Type V lenses that give circular light distribution for a maximum coefficient of utilization.
9. Construction activities that produce noise between the hours of 9:00 PM and 7:00 AM the next day shall not exceed a noise level of 70 dBA at the property line with residential uses.
10. Structures above the tree height shall be a neutral color or earthtones.
11. A construction traffic management plan shall be submitted as part of the overall site plan for review and approval by the Loudoun County Office of Transportation. The construction traffic management plan will ensure that temporary construction entrance(s) and access road(s) are provided appropriately that "wide load" deliveries are scheduled during off-peak times, and that access routes to and from the site are planned to minimize conflicts.
12. The Facilities may not operate until all necessary approvals from applicable regulatory bodies of the state, federal, and local government have been obtained. The Applicant shall operate in accordance with all permits, laws, rules and regulations of federal, state and local laws. The Applicant shall maintain periodic reports and copies of such approvals and permits on site, and upon request shall provide copies of these reports and permits to the Zoning Administrator.
13. The Facilities shall utilize Best Available Control Technology ("BACT") in accordance with the most current Virginia Department of Environmental Quality permit.
14. Prior to any wetlands area impacts, copies all state and federal wetlands permits shall be submitted to Loudoun County.
15. At such time, as the Facilities shall not be used for electrical power production, the Applicant or its assignee shall remove all personal property, fixtures, buildings and other structures, and leave the site in a reasonably comparable condition to that which existed prior to construction of the Facilities; provided that the Applicant or its assignee at its option may, except for any underground fuel storage tanks, abandon any below ground utility infrastructure facilities, foundations and paving in place.

16. If violations of any state or federal permits are reported to Loudoun County by the applicable regulatory agency, the Board of Supervisors, and/or the County Administrator, may request the Applicant to provide, at the Applicant's sole expense, the services of an appropriate firm to review the nature of the violation, if any, and the remedy, if any. This firm shall be jointly selected by the Applicant and Loudoun County and will report solely to Loudoun County.
17. When the Facilities are fully operational, a report will be prepared and provided to the Zoning Administrator showing operational factors associated with the Facilities that includes the name(s) and contact information for on site supervisors, and verification of current valid state and federal licenses and permits. Loudoun County will be promptly notified of any changes, normally within five (5) business days.
18. Any complaints or inquiries to the Board of Supervisors, County Administrator, or Zoning Administrator will be responded to promptly. In the event the Applicant is notified of any violation of applicable federal, state, or local laws, regulations, or permit conditions, the Applicant shall notify the Zoning Administrator in writing within two (2) business days of receiving such notice and within a reasonable period of time to fully inform the Zoning Administrator of the steps being taken to correct and or remediate the violation. Authorized Loudoun County personnel or their authorized agents will be permitted to inspect the Facilities without prior notice to ensure that all physical structures and Facilities operations comply with local regulations.
19. The Applicant shall certify to the Zoning Administrator annually that the Facilities are in compliance with all conditions of this Special Exception.

PROFFER STATEMENT
GEP/S HYBRID ENERGY PARK

ZMAP 2009-0005, SPEX 2009-0009 & CMPT 2009-0001

August 20, 2009



Green Energy Partners/Stonewall, LLC, applicant together with **Evergreen Loudoun – One Limited Partnership**, record owner of Loudoun County Tax Map 60, Parcels 38 (42.47 acres) and 38A (.32 acre) (MCPI 193-38-4362 and 193-49-0539) and **John A. Andrews, Trustee**, record owner of Loudoun County Tax Map 61, Parcel 12 (30.89 acres) (MCPI 193-39-3665) and **LTI Limited Partnership**, record owner of Loudoun County Tax Map 60, Parcel 39 (4.88 acres of 59.94 acres)(MCPI 194-48-6020) and Loudoun County Tax Map 61, Parcel 14 (11.96 acres) (MCPI 193-29-6778), collectively the “Subject Property” consisting of a total of approximately 90.5 acres, (the above referenced record owners and applicant shall hereafter be referred to as the “Applicant”), hereby voluntarily proffers, pursuant to Section 15.2-2303 of the Code of Virginia (1950), as amended, and the Revised 1993 Zoning Ordinance of Loudoun County, Virginia (hereinafter referred to as “Zoning Ordinance”), as amended, that in the event the Loudoun County Board of Supervisors approves ZMAP 2009-0005, to change the zoning designation of the Subject Property to Mineral Resource – Heavy Industrial (“MR-HI”) and as more particularly shown on the Concept Plan/ZMAP/SPEX/CMPT Plat (identified below), the development of the Subject Property will be in substantial conformity with the following proffered terms and conditions.

I. LAND USE

1. CONCEPT PLAN/ZMAP/SPEX/CMPT PLAT

The development of the Subject Property shall be in substantial conformity with the Concept Development Plan/Special Exception Plat titled “Green Energy Partners/Stonewall Hybrid Energy Park Zoning Map Amendment Application 2009-0005, Special Exception Application 2009-0009 & Commission Permit Application 2009-0001, consisting of Sheets 1, 2 and 4, dated July, 2009, and revised through ____

_____, 2009 prepared by William H. Gordon Associates, Inc. (“Development Plan”), the development of the Subject Property shall be in substantial conformance with the conditions set forth below. The Development Plan shall control the general development layout of the Subject Property. The Applicant shall have reasonable flexibility in the final design during site plan review to accommodate final engineering. The Applicant shall develop the Subject Property in accordance with the MR-HI Zoning District, as amended, including the following special exception use, if approved, utility generating plant or transmission facility, in addition to the required and permitted uses listed in Section 3-1000 of the Zoning Ordinance.

2. WATER AND SEWER

The Subject Property may be served by public water and sanitary sewer systems. If the Applicant does not use an on-site well, the Applicant shall provide all water and sewer extensions and connections necessary for development of the Subject Property at no expense to Loudoun County (the “County”) or to Loudoun Water. Such water and sanitary sewer extensions shall be constructed in accordance with adopted Loudoun Water standards.

If the Applicant uses an on-site well, the ground water shall be used for potable water and/or non-cooling tower use.

3. EXISTING DRAINFIELD(S)

Concurrently with the development of the Property the Applicant shall abandon all existing drainfield(s) located on the Subject Property, in accordance with County Health Department requirements.

II. TRANSPORTATION

4. ON-SITE TRAVELWAYS

The Applicant shall construct all on site travelways on the Subject Property in the locations as shown on the Development Plan, and in accordance with the County of

Loudoun's Land Subdivision and Development Ordinance ("LSDO") and Facilities Standards Manual ("FSM"), as may be applicable, to provide on-site access to the Subject Property. Prior to approval of the first site plan for the Subject Property emergency ingress and egress easements will be created and established on all on-site travelways on the Subject Property by the recordation of a deed or deeds of easement approved by the County Attorney, which shall provide that the Applicant shall be responsible for the construction, repair and maintenance of said travelways and that neither the County nor VDOT shall have any such responsibility.

5. ROAD IMPROVEMENTS

GANT LANE (ROUTE 652)

Prior to issuance of the first zoning permit for the Subject Property, the Applicant shall dedicate 50 feet of right-of-way for the ultimate 50-foot road section of Gant Lane (Route 652) that is located within the Subject Property. For the portion of Gant Lane (Route 652) that is partially located within the Subject Property, the Applicant shall dedicate 25 feet of right-of-way to the centerline of Gant Lane (Route 652).

III ENVIRONMENTAL

6. FEDERAL AND STATE PERMITS

Prior to construction of the utility generating plant and transmission facility, the Applicant shall obtain all of the required permits for the utility generating plant and transmission facility, and shall provide the Department of Building and Development with copies of these permits.

7. BEST MANAGEMENT PRACTICES (BMP)

In developing the Subject Property the Applicant shall use Best Management Practices as published in the latest edition of the Virginia Stormwater Management Handbook and the FSM as may be currently in effect on the date of submission of any preliminary subdivision plan or site plan.

8. TREE SAVE AREAS AND REPLANTING AREA

Within the areas identified on the Development Plan as “Tree Save Area” and “Tree Save and Replanting Area”, the Applicant shall preserve healthy trees provided, however, that trees may be removed to the extent necessary for the construction of stormwater management facilities and project utilities that are required pursuant to the proffers and/or shown on the approved construction plans and profiles as lying within such Tree Save Area and/or Tree Save and Replanting Area and for the construction of utilities and or access necessary for development of the Subject Property.

The Applicant shall replant trees in the Tree Save and Replanting Area with native Virginia species to obtain a tree density per acre that shall be determined in consultation with the County Forester.

9. FLOODPLAIN PRESERVATION.

The Applicant shall preserve and protect existing trees, vegetation and environmental features within the major floodplain areas as shown on the Development Plan. No land disturbing activity will be permitted in these areas with the exception of disturbance necessary for road construction, bridge installation, stormwater management, drainage improvements, water, sanitary sewer, slope stabilization, wetlands mitigation, landscaping, or other project utilities. The Applicant, its successors and/or assigns will be prohibited from clearing any trees (other than dead, dying or diseased trees) within the major floodplain areas, with the exceptions as stated above.

Prior to and during construction, to protect the major floodplain areas and tree preservation areas, the Applicant will use temporary chain link fencing or super silt fencing in lieu of the plastic orange fencing required by the FSM. Chain link fencing will not be required in areas employing super silt fencing.

10. LIGHTING

The Applicant shall install lighting that is directed downward and inward, full cut off and fully shielded, and in full conformance with Zoning Ordinance and FSM requirements, unless otherwise required for security and safety. All exterior luminaries shall be of a “shoebox” design and utilize cut-off optics, where feasible. All luminaries shall be I.E.S. (“Illuminating Engineering Society”) Type V lenses that give circular light distribution for a maximum coefficient of utilization.

IV. FIRE, RESCUE AND EMERGENCY SERVICES

11. ONE-TIME CONTRIBUTION

The Applicant shall make a one-time contribution to the servicing fire and rescue companies in the amount of \$0.10 per square foot of proposed gross building area at the time of zoning permit issuance to be divided equally between the servicing fire and rescue companies. This one-time contribution shall be indexed from a base year of 1988, based upon the Consumer Price Index for all urban consumers (CPI-U), 1982-1984=100 (not seasonally adjusted) as reported by the United States Department of Labor, Bureau of Labor Statistics and shall be paid at time of zoning permit issuance.

12. EMERGENCY PREPAREDNESS

The Applicant shall be responsible for providing first response to any emergency in relation to the operation of the Facilities. The Applicant shall prepare at its own cost an Emergency Preparedness Plan that Loudoun County must reasonable approve prior to the implementation within one (1) year of initial operation of the Facilities. Prior to issuance of the first occupancy permit, the Applicant shall contact the Department of Fire, Rescue and Emergency Management to discuss emergency operations plan to include evacuation plan.

V. BINDING EFFECT

13. BINDING EFFECT

The undersigned hereby warrants that all of the owners of a legal interest in the Subject Property have signed this Proffer Statement, that no signature from any third party is necessary for these Proffers to be binding and enforceable in accordance with their terms, that the undersigned has full authority to bind the Subject Property to these conditions, and that this Proffer Statement is entered into voluntarily.

[SIGNATURE PAGES FOLLOW THIS PAGE]

GREEN ENERGY PARTNERS/STONEWALL,
LLC

BY: _____
NAME: _____
TITLE: _____

STATE OF _____
CITY/COUNTY OF _____: to-wit:

The foregoing instrument was acknowledged before me, this ____ day of _____, 2009, by _____, as _____, of Green Energy Partners/Stonewall, LLC

Notary Public

My Commission Expires: _____

EVERGREEN LOUDOUN – ONE LIMITED
PARTNERSHIP

BY: _____
NAME: _____
TITLE: _____

STATE OF _____
CITY/COUNTY OF _____: to-wit:

The foregoing instrument was acknowledged before me, this ____ day of _____, 2009, by _____, as _____, of Evergreen Loudoun – One Limited Partnership.

Notary Public

My Commission Expires: _____

JOHN A. ANDREWS, TRUSTEE

BY: _____
NAME: JOHN A. ANDREWS, TRUSTEE

STATE OF _____
CITY/COUNTY OF _____: to-wit:

The foregoing instrument was acknowledged before me, this ____ day of _____, 2009, by John A. Andrews, Trustee.

Notary Public

My Commission Expires: _____

LTI LIMITED PARTNERSHIP

BY: _____
NAME: _____
TITLE: _____

STATE OF _____
CITY/COUNTY OF _____: to-wit:

The foregoing instrument was acknowledged before me, this ____ day of _____, 2009, by _____, as _____, of LTI Limited Partnership.

Notary Public

My Commission Expires: _____